



CIN: U15122UP2015PLC069632

Registered Office: P.O. Hargaon, Dist. Sitapur (U.P.), Pin – 261 121

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Phone (05862) 256220 ; Fax (05862) 256225

Postal Ballot Notice

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force), that the resolution appended below is proposed to be passed by the Members through Postal Ballot / Electronic voting (e-voting). The Explanatory Statement pertaining to the aforesaid resolution setting out the material facts concerning the item and the reasons thereof is annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company ("Board") has appointed Mohan Ram Goenka, Practicing Company Secretary, as the Scrutinizer ("Scrutinizer") for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope so as to reach the Company not later than 17:00 hours IST on September 30, 2017. Postage will be borne and paid by the Company. Postal Ballot Forms, if sent at the expense of the Members, will also be accepted. The Postal Ballot Forms may also be deposited personally at the address given on the Business Reply Envelope. Please note that, Postal Ballot Forms received after 17:00 hours IST on September 30, 2017 shall be deemed invalid.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through Electronic Means'. References to postal ballots in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairperson/Authorised Director or any other authorized person of the Company after the completion of the scrutiny of the Postal Ballots (including e-voting). The result of the Postal Ballot shall be declared by the Chairperson/Authorised Director or any other authorized person of the Company on or before 6th October, 2017 and communicated on the same day to the stock exchanges, depository, registrar and share transfer agents and shall also be displayed on the Company's website.

By Order of the Board
For Magadh Sugar & Energy Limited

Place : Kolkata
Date : August 22, 2017

S Subramanian
Company Secretary

SPECIAL BUSINESS:

TO CONSIDER CHANGE IN TERMS/ VARIATION IN REDEMPTION PERIOD OF 12% NON CONVERTIBLE CUMULATIVE REDEEMABLE PREFERENCE SHARES OF RS. 100/-.

To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to Sections 48, 55 and 110 of the Companies Act, 2013, read with corresponding Rules thereof, and all other applicable provisions of the Companies Act, 2013, if any, the consent of the Equity Shareholders be and is hereby accorded to vary/change in the rights, terms and conditions of the 11,50,000 12% Non-Convertible Cumulative Redeemable Preference Shares of Rs.100/- each (Preference Shares) as follows:

1. The period of redemption of such Preference Shares shall be 6 months from the date of issue & allotment thereof by the Company.

2. Notwithstanding anything contained above, the Board of Directors including the delegated Committee(s) thereof shall be at liberty, to vary/change any of the terms and conditions in respect of the Preference shares as they may deem fit in the best interests of the Company, taking into consideration the circumstances prevailing on the respective date of redemption thereof as aforesaid.
3. Save as mentioned hereinabove, all other terms and conditions of the said Preference shares shall remain the same.

RESOLVED FURTHER THAT the Board of Directors of the Company including any Board delegated Committee(s) thereof be and they are hereby authorized to take all actions as may be necessary, proper, expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto, without being required to seek any further consent or approval of the shareholders”.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The Company had issued 11,50,000 12% Non-Convertible Cumulative Redeemable Preference Shares of Rs.100/- each (Preference Shares) on 30.03.2017 pursuant to the Composite Scheme of Arrangement, on the same terms and conditions as it was issued by the erstwhile Upper Ganges Sugar & Industries Ltd viz:

- | | | |
|------------------------|---|--|
| a. Terms of Payment | : | Full payment on application |
| b. Rate of Dividend | : | 12% per annum |
| c. Tenure | : | Not exceeding 5 years with an option to issuer to redeem after 12 months of the issue |
| d. Terms of Redemption | : | The Non-Convertible Cumulative Redeemable Preference Shares shall be redeemable at par along with unpaid cumulative dividend, if any, in accordance with Section 55 of Companies Act, 2013 |

One of the terms of issue & allotment was that the Preference Shares allotted shall not be redeemed before 12 months of its allotment. The due date for earliest redemption falls on 30.03.2018.

In view of applicability of Ind AS more particularly Ind AS 32 and Ind AS 39, where such Preference Share can be considered debt and also considering such Preference Shares carry dividend @12%, which classify/rank as high cost of capital / financing, it has inevitably led the Board of Directors to approach the Preference Shareholders for curtailment / cut short the redemption period of such Preference Shares i.e. to be redeemed any time at the discretion of Board of Directors of the Company i.e. even prior to 12 months of allotment and vary the nature and terms and conditions of the Preference Shares. The Board believes that there is no alternative to the above proposal and it would serve the long term interests of the Company and the Stakeholders. The Board therefore recommends the resolution for approval of the Equity Shareholders.

Section 48 of the Companies Act, 2013 states that the rights attached to the shares of any class may be varied with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or by means of a Special Resolution passed at a separate meeting of the holders of the issued shares of that class and if such variation by one class of Shareholders affects the rights of any other class of Shareholders, the consent of three-fourths of such other class of Shareholders shall also be obtained. Accordingly, the Company has sought and received consents from such Preference Shareholders.

As per Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules 2014, the consent of the Shareholders for the above purpose is required to be obtained by means of a Special Resolution through Postal Ballot. Hence, this resolution is recommended by the Board of Directors as a Special Resolution to be approved by the Equity Shareholders through this postal ballot process.

None of the Directors, Key Managerial Personnel and/or relatives of the Directors/ Key Managerial Personnel is in any way concerned or interested in the resolution, except to the extent of their shareholding, if any. The Board recommends the resolution for approval of Members.

By Order of the Board
For Magadh Sugar & Energy Limited

Place : Kolkata
Date : August 22, 2017

S Subramanian
Company Secretary

Notes :

1. The Explanatory Statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, August 25, 2017. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agent (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on August 25, 2017 will be considered for the purpose of voting. A person who is not a Member as on the relevant date should treat this notice for information purposes only.
4. Resolutions passed by Members with requisite majority, through postal ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
5. Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting cast through e-voting shall be treated as valid and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. In case a Member wishes to obtain a printed Postal Ballot Form or a duplicate, he or she may send an email to kolkata@linkintime.co.in The Registrar and Share Transfer Agent / Company shall forward the same along with self-addressed Business Reply Envelope to the Member.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on Friday, August 25, 2017. The postal ballot period commences on September 1, 2017 (09:00 hours IST) and ends on September 30, 2017 (17:00 hours IST).
8. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to Members to exercise their votes electronically and to vote on all resolutions through the e-voting service facility arranged by NSDL. The instructions for electronic voting are annexed to this Notice.
9. Members cannot exercise votes by proxy.
10. Members wishing to exercise their vote by physical postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than the close of working hours (i.e. 17:00 hours IST) on September 30, 2017. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members, will also be accepted. Postal Ballot Forms received after 17:00 hours IST on September 30, 2017 shall be deemed invalid.
11. The Scrutinizer will submit his report to the Chairperson or any other person authorized by the Chairperson after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairperson or any director of the Company duly authorized, on or before 6th October 2017 and will also be displayed on the Company's website and communicated to the stock exchanges, depository, registrar and share transfer agent on the said date.
12. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on September 30, 2017 i.e. the last date specified for receipt of duly completed postal ballot forms or e-voting. All the material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by postal ballot / e-voting.

Voting through electronic means

In compliance with Regulation 44 of SEBI Listing Obligation and Disclosure Requirements, 2015 (the "Listing Regulations") and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Members.

The process and manner for remote e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)] :
- (i) Open email and open the attached PDF file with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Magadh Sugar & Energy Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at goenkamohan@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) User ID and Initial password is provided at the bottom of the Postal Ballot Form.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- C. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

General

1. The Scrutinizer will submit the report to the Chairman / Authorised Director/Executive Director/ Authorised KMP after completion of the scrutiny. The result of the postal ballot will be declared by the Chairman or in his absence by any one authorized by the Chairman, on or before 6th October, 2017 at the Registered Office of the Company. The result shall also be announced to the Stock Exchanges where shares of the Company are listed and intimated through a Press Release in newspapers. The result will also be put up on the Company's website www.birla-sugar.com. The resolution, if approved, will be taken as passed effectively on the date of declaration of the result.
2. A member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a member casts vote by both modes, then voting done through e-voting shall prevail and the Ballot form shall be treated as invalid.
3. Members who do not have access to e-voting facility may send duly completed Ballot form and return the Form in the enclosed self-addressed business reply envelope so as to reach the Scrutinizer before the close of working hours on September 30, 2017 at the following address: Mr. Mohan Ram Goenka, (Scrutinizer) C/o Link Intime India Private Limited, Unit - Magadh Sugar & Energy Limited, 59C Chowringhee Road, Kolkata 700 020.
4. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.



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Registered Office: P.O. Hargaon, Dist. Sitapur (U.P.), Pin - 261 121
Email: birlasugar@birla-sugar.com Website: www.birla-sugar.com
Phone (05862) 256220 Fax (05862) 256225

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before exercising your vote.)

Serial No. :

1. Name(s) of Member(s) including :
joint holders, if any
2. Registered Address of the Sole/ :
first named Member
3. DPID No. & Client ID No./ :
Registered Folio No.
4. No. of Equity Share(s) held :
5. I/We hereby exercise my/our vote in respect of Special Resolution set out in the Notice dated 22nd August, 2017, to be passed through Postal Ballot, by conveying my/our assent (**FOR**) or dissent (**AGAINST**) to the said Resolution by placing the tick (✓) mark in the appropriate box below (Tick in both boxes will render the ballot invalid)

Sl. No.	Description	No. of Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	To consider change in terms/variation in redemption period of 12% Non-convertible Cumulative Preference Shares of Rs 100/-			

Place :

Date :

(Signature of the shareholder)

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password

- Note :**
1. Please read carefully the notes/instructions printed overleaf before exercising your vote.
 2. Please send your Postal Ballot Form in the Envelope enclosed herewith on or before 30th September, 2017.

INSTRUCTIONS

1. Members desiring to exercise his/her vote by Postal Ballot should complete this Postal Ballot Form, sign and send it to the Scrutinizer in the enclosed postage pre-paid self-addressed envelope. Postage will be borne and paid by the Company. Envelopes containing Postal Ballots, if deposited in person or sent by courier at the expense of Member will also be accepted.
2. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member.
3. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority. Where the form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form.
4. The consent must be accorded by recording the assent in the Column 'FOR' and dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column.
5. Unsigned Postal Ballot Forms will be rejected.
6. A Member need not use all the votes nor needs to cast all the votes in the same way.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on September 30, 2017. All Postal Ballot Forms received after this date will be treated as if reply from such Member has not been received.
8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at item No. 7 above.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage prepaid self- addressed envelope other than as mentioned in Item No. 3 above.
10. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on 25th August, 2017.
11. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
12. The results of the Postal Ballot will be declared at the Registered Office of the Company as specified in the Postal Ballot Notice. The same will be hosted on the Company's website www.birlasugar.com for information of the Members, besides being communicated to the Stock Exchanges on which the shares of the Company are listed. The results will thereafter be published in newspaper(s).